

AGREEMENT

This agreement is entered into as of August 15, 2005, by and among ICO North America, Inc., a Delaware corporation (the "Company"), and the purchasers listed on the signature pages hereto (collectively, the "Purchasers").

The Company and each Purchaser have entered into Securities Purchase Agreements (collectively, the "SPAs"), dated the date hereof, pursuant to which, subject to the terms and conditions set forth therein, the Company has agreed to issue and sell to each Purchaser, and each Purchaser has agreed to purchase from the Company, a specified principal amount of the Company's 7½% senior secured convertible notes (the "Notes").

Notwithstanding Section 1 of the SPAs, the Company and each Purchaser hereby agree as follows:


1. Prior to the time of the Closing, the Company will deliver, or cause to be delivered, to a custodian identified by each of the Purchasers one or more certificates, registered in the name of the nominee of such custodian, evidencing the Notes to be purchased by such Purchaser against delivery to the Company by such Purchaser of the Purchase Price therefore. Each custodian will execute a receipt of Note certificate in form reasonably satisfactory to the Company. If, for any reason, the Closing does not occur within 48 hours of the Company's delivery to the custodians of the Note certificates, each custodian, if so requested by the Company, will immediately return such certificates to the Company.

2. To the extent that any provisions of Section 1 of the SPAs conflict with the foregoing, this Agreement, and not the SPAs, shall govern.

IN WITNESS WHEREOF, the Company and each Purchaser have caused this Agreement to be duly executed as of the date first written above.

ICO NORTH AMERICA, INC.

By:


Name: CRAIG JENKINS
Title: President

[Purchasers' signature page follows]